
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in Wynn Macau, Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128)

**DECLARATION OF A FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF THE COMPANY'S AUDITORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
CLOSURE OF REGISTER OF MEMBERS
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Wynn Macau, Limited to be held at the Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Thursday, 30 May 2024 is set out on pages 16 to 20 of this circular. The form of proxy for use at the annual general meeting is also enclosed with this circular. The form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wynnmacaulimited.com>).

The action to be taken by Shareholders are set out on page 8 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 28 May 2024 at 12:15 p.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the annual general meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2024 Annual General Meeting”	the annual general meeting of the Company to be held at the Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Thursday, 30 May 2024 at 12:15 p.m.
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	shall have the same meaning as set out in the Listing Rules
“Board”	the board of the directors of the Company
“CCASS”	means the Central Clearing and Settlement System established and operated by The Hong Kong Securities Clearing Company Limited
“Company”	Wynn Macau, Limited, a company incorporated on 4 September 2009 as an exempted company with limited liability under the laws of the Cayman Islands
“connected person(s)”	shall have the same meaning as set out in the Listing Rules
“controlling shareholder(s)”	shall have the same meaning as set out in the Listing Rules
“core connected person(s)”	shall have the same meaning as set out in the Listing Rules
“Director(s)”	the director(s) of the Company
“Encore at Wynn Macau”	a casino resort located in Macau, connected to and fully integrated with Wynn Macau, owned and operated directly by WRM, which opened on 21 April 2010
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended and supplemented from time to time)

DEFINITIONS

“Nomination Committee”	the nomination and corporate governance committee of the Company
“Notice of AGM”	the notice dated 29 April 2024 convening the 2024 Annual General Meeting as set out on pages 16 to 20 of this circular
“Ordinary Resolution 2”	the ordinary resolution numbered “2” in the Notice of AGM, in respect of the proposal to declare a final dividend for the year ended 31 December 2023
“Ordinary Resolution 6”	the ordinary resolution numbered “6” in the Notice of AGM, in respect of the proposal to grant to the Directors the Repurchase Mandate
“Ordinary Resolution 7”	the ordinary resolution numbered “7” in the Notice of AGM, in respect of the proposal to grant to the Directors a general mandate to allot, issue and otherwise deal with additional Shares
“Ordinary Resolution 8”	the ordinary resolution numbered “8” in the Notice of AGM, in respect of the proposal to increase the amount of the general mandate referred to in Ordinary Resolution 7 by the amount of Shares purchased by the Company pursuant to the Repurchase Mandate
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to cause the Company to repurchase Shares on the Hong Kong Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) from time to time
“substantial shareholder(s)”	shall have the same meaning as set out in the Listing Rules
“subsidiary(ies)”	shall have the same meaning as set out in the Listing Rules
“Takeovers Code”	the Code of Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“treasury shares”	shall have the same meaning as set out in the Listing Rules which will come into effect on 11 June 2024
“US\$”	United States dollars, the lawful currency of the United States

DEFINITIONS

“WM Cayman I”	WM Cayman Holdings Limited I, a company incorporated on 7 July 2009 as an exempted company with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of Wynn Group Asia, Inc. (a company formed under the laws of the State of Nevada, United States and a wholly-owned subsidiary of Wynn Resorts, Limited)
“WRM”	Wynn Resorts (Macau) S.A., a company incorporated under the laws of Macau and a wholly-owned subsidiary of the Company
“Wynn Macau”	a casino hotel resort located in Macau, owned and operated directly by WRM, which opened on 6 September 2006, and where appropriate, the term also includes Encore at Wynn Macau
“Wynn Palace”	an integrated resort situated on approximately 51 acres of land in the Cotai area of Macau in accordance with the terms of the Cotai Land Concession Agreement, which is operated by WRM and opened on 22 August 2016
“Wynn Resorts, Limited”	a company formed under the laws of the State of Nevada, United States, and our controlling shareholder
“%”	per cent

LETTER FROM THE BOARD



Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128)

Executive Directors:

Mr. Craig S. Billings (Chief Executive Officer)
Ms. Linda Chen (President and Vice Chairman
of the Board)
Mr. Frederic Jean-Luc Luvisutto (Chief Operating Officer)

Non-executive Directors:

Ms. Ellen F. Whittemore
Ms. Julie M. Cameron-Doe

Independent non-executive Directors:

Dr. Allan Zeman (Chairman of the Board)
Mr. Lam Kin Fung Jeffrey
Mr. Bruce Rockowitz
Mr. Nicholas Sallnow-Smith
Ms. Leah Dawn Xiaowei Ye

Registered office:

P.O. Box 309
Ugland House Grand Cayman KY1-1104
Cayman Islands

Headquarters in Macau:

Wynn Palace
Avenida da Nave Desportiva
Cotai, Macau

Principal place of business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road, Kowloon
Hong Kong

29 April 2024

To the Shareholders,

Dear Sir or Madam,

**DECLARATION OF A FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF THE COMPANY'S AUDITORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
CLOSURE OF REGISTER OF MEMBERS
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval of, and to provide you with information in connection with, the proposals to (i) declare a final dividend; (ii) re-elect the retiring Directors; (iii) re-appoint Ernst & Young as auditors of the Company; and (iv) grant to the Directors the general mandates to issue Shares and to repurchase Shares. Your approval of such proposals will be sought at the 2024 Annual General Meeting. The Notice of AGM is set out on pages 16 to 20 of this circular.

* For identification purposes only.

LETTER FROM THE BOARD

DECLARATION OF A FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.075 per Share in respect of the year ended 31 December 2023. The payment of the final dividend is conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the 2024 Annual General Meeting to be held on Thursday, 30 May 2024.

RE-ELECTION OF DIRECTORS

Pursuant to Article 17.17 of the Articles of Association, Ms. Linda Chen, Mr. Craig S. Billings and Mr. Lam Kin Fung Jeffrey will retire as Directors by rotation. All of the retiring Directors, being eligible, will offer themselves for re-election at the 2024 Annual General Meeting.

Pursuant to Article 17.2 of the Articles of Association, Ms. Julie M. Cameron-Doe, having been appointed by the Board as a non-executive Director effective from 26 May 2023, being eligible, will offer herself for re-election at the 2024 Annual General Meeting.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the further appointment of Mr. Lam Kin Fung Jeffrey, currently being an independent non-executive Director, who has served the Company for more than nine years, should be subject to a separate resolution to be approved by the Shareholders.

Notwithstanding that Mr. Lam Kin Fung Jeffrey has served the Company for more than nine years, the Board and the Nomination Committee consider Mr. Lam Kin Fung Jeffrey to be a person of integrity and independent in judgement and character. In particular, when assessing the independence of Mr. Lam Kin Fung Jeffrey, the Board and the Nomination Committee noted that (i) none of the factors which the Hong Kong Stock Exchange will take into account when assessing the independence of a non-executive director as set out in Rule 3.13 of the Listing Rules is applicable to Mr. Lam Kin Fung Jeffrey; (ii) during the tenure of Mr. Lam Kin Fung Jeffrey as an independent non-executive Director, he gave impartial advice and exercised independent judgement on the affairs of the Company when participating in meetings of the Board, the Remuneration Committee and the Nomination Committee; (iii) Mr. Lam Kin Fung Jeffrey has not been involved in any management role in the Company and is free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgement. In addition, the Board and the Nomination Committee assessed and reviewed the written confirmation of independence from Mr. Lam Kin Fung Jeffrey. The Board and the Nomination Committee are of the view that, despite his length of service, Mr. Lam Kin Fung Jeffrey maintains an independent mindset and provides invaluable expertise, knowledge, experience, professionalism, continuity and stability to the Board, and the Group has benefited greatly from his contributions and the valuable insights derived from his general business acumen and in-depth knowledge and experience in the Group's business. Hence, the Board, upon the recommendation of the Nomination Committee, had determined that Mr. Lam Kin Fung Jeffrey should be re-elected as an independent non-executive Director at the 2024 Annual General Meeting.

Having regard to the experience, skills and expertise as well as the overall board diversity of the Company, the Nomination Committee recommended re-election of the aforesaid Directors to the Board. Accordingly, the Board has proposed that each of the aforesaid Directors, namely Ms. Linda Chen, Mr. Craig S. Billings, Mr. Lam Kin Fung Jeffrey and Ms. Julie M. Cameron-Doe, stands for re-election as Directors by way of separate resolution at the 2024 Annual General Meeting.

Details of the Directors who are proposed to be re-elected at the 2024 Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF ERNST & YOUNG AS THE AUDITORS OF THE COMPANY

The Board proposes to re-appoint Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorize the Board to fix the auditors' remuneration for the ensuing year. Ernst & Young have indicated their willingness to be re-appointed as auditors of the Company for the said period.

GENERAL MANDATE TO REPURCHASE SHARES

Ordinary Resolution 6 will be proposed at the 2024 Annual General Meeting to grant the Repurchase Mandate to the Directors, which will allow them to cause the Company to repurchase Shares of up to 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing Ordinary Resolution 6. The Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting. As at the Latest Practicable Date, the number of Shares in issue is 5,248,027,600 Shares. On the basis that the issued share capital of the Company remains unchanged on the date of the 2024 Annual General Meeting, the Directors will be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 524,802,760 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the 2024 Annual General Meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

The Directors have no present intention to exercise the general mandate to repurchase Shares.

GENERAL MANDATE TO ISSUE SHARES

Ordinary Resolution 7 will be proposed at the 2024 Annual General Meeting to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares (including any resell or transfer of treasury shares held under the name of the Company after the amendments to the Listing Rules relating to treasury shares have come into effect on 11 June 2024) up to a limit equal to 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing Ordinary Resolution 7. The general mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting. As at the Latest Practicable Date, the total number of Shares in issue is 5,248,027,600 Shares. On the basis that the issued Share capital of the Company remains unchanged on the date of the 2024 Annual General Meeting, the maximum number of shares that can be issued upon exercise of the general mandate is 1,049,605,520, representing 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the 2024 Annual General Meeting.

In addition, subject to the approval of Ordinary Resolution 6 and Ordinary Resolution 8, the number of Shares repurchased by the Company pursuant to the Repurchase Mandate under Ordinary Resolution 6 will also be added to the 20% limit under the general mandate mentioned in Ordinary Resolution 7.

LETTER FROM THE BOARD

The purpose of the general mandate to issue Shares is to enable the Directors to issue additional Shares or to resell or transfer any treasury shares held under the name of the Company should the need arise. The 20% limit to the general mandate to issue additional Shares is imposed pursuant to the requirements of the Listing Rules. The Directors have no present intention to exercise the general mandate to issue additional Shares or to resell or transfer any treasury shares.

POLL VOTING AT THE 2024 ANNUAL GENERAL MEETING

All the resolutions at the 2024 Annual General Meeting shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 14.7 of the Articles of Association, except where the chairman of the meeting, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 15.1 of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) every member Present shall have the right to speak, (b) on a show of hands, every member Present in such manner shall have one vote, and (c) on a poll every member Present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

An announcement on the poll vote results will be made by the Company after the 2024 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

Proposed Final Dividend

Conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the 2024 Annual General Meeting, the register of members of the Company will be closed from 5 June 2024 to 7 June 2024 (both dates inclusive) to determine the entitlement of Shareholders to the proposed final dividend, during which no transfer of Shares will be registered and the final dividend is expected to be paid on 19 June 2024. Shareholders registered under the Hong Kong branch register of members as of 7 June 2024 will be entitled to the dividend. All dividends will be paid in Hong Kong dollars. In order to determine the identity of the Shareholders who are entitled to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 4 June 2024.

ENTITLEMENT TO ATTEND AND VOTE AT THE 2024 ANNUAL GENERAL MEETING

For determining the entitlement of Shareholders to attend and vote at the 2024 Annual General Meeting, the register of members of the Company will be closed from 27 May 2024 to 30 May 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the 2024 Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 24 May 2024.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

The Notice of AGM is set out on pages 16 to 20 of this circular.

Enclosed with this circular is a form of proxy for use at the 2024 Annual General Meeting. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wynnmacaulimited.com>). Whether or not you intend to attend the 2024 Annual General Meeting, you are requested to complete in accordance with the instructions printed on the form of proxy. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or an adequately certified copy of such power or authority, shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 28 May 2024 at 12:15 p.m. (Hong Kong time) or, in the case of an adjournment, not less than 48 hours before the time fixed for holding the adjourned 2024 Annual General Meeting (as the case may be). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the 2024 Annual General Meeting or any adjournment thereof should such a Shareholder so wish and, in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors believe that the proposals mentioned in this circular, including the proposals to declare a final dividend, to re-elect the retiring Directors; to re-appoint the Company's auditors; and to grant to the Directors the general mandate to issue Shares and the Repurchase Mandate, are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of all the resolutions to be proposed at the 2024 Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
For and on behalf of the Board of
WYNN MACAU, LIMITED
Dr. Allan Zeman
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 6 in respect of the approval of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,248,027,600 Shares. As at the Latest Practicable Date, there were share options in respect of (i) 9,459,400 Shares granted to, but not exercised by, selected participants under the Company's share option scheme adopted on 16 September 2009, which was terminated on 30 May 2019; (ii) 22,744,000 Shares granted to, but not exercised by, selected participants under the Company's share option scheme adopted on 30 May 2019, which was terminated on 25 May 2023; and (iii) 5,017,000 Shares granted to, but not exercised by, selected participants under the Company's existing share option scheme adopted on 25 May 2023. 1,504,000 share options were lapsed as at the Latest Practicable Date.

Subject to the passing of Ordinary Resolution 6, as set out in the Notice of AGM, in respect of the granting of the Repurchase Mandate, and on the basis that the issued share capital of the Company remains unchanged on the date of the 2024 Annual General Meeting, i.e. being 5,248,027,600 Shares, the Directors will be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 524,802,760 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the 2024 Annual General Meeting.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Company to purchase securities of the Company in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will be made only when the Directors believe that such purchases will benefit the Company and its Shareholders.

The Directors have no present intention to cause the Company to repurchase any Shares and they would exercise the power to repurchase only in circumstances where they consider that the repurchase would be in the best interests of the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from the Company's available cash flow, capital facilities or cash on hand and will, in any event, be made out of funds legally available for such purpose in accordance with the Company's Memorandum and Articles of Association, the Listing Rules and the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

The Directors consider that there might be a material adverse effect on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in the audited consolidated annual results of the Group for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full at the prevailing market value. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels that, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Hong Kong Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Shares Price	
	(Per Share)	
	Highest	Lowest
	HK\$	HK\$
April 2023	9.080	7.900
May 2023	8.750	6.500
June 2023	7.960	6.620
July 2023	8.440	6.900
August 2023	8.240	6.820
September 2023	8.080	7.270
October 2023	7.580	6.720
November 2023	7.410	5.500
December 2023	6.520	5.560
January 2024	6.600	5.730
February 2024	7.250	5.850
March 2024	7.190	6.110
From 1 April 2024 to the Latest Practicable Date	8.000	7.070

6. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved, to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

7. UNDERTAKING BY DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated). The Company has confirmed that neither the explanatory statement nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

8. TAKEOVERS CODE

If, as a result of a purchase of securities of the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in those Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

The Directors are not aware of any consequences that could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, WM Cayman I was interested in 3,750,000,000 Shares representing approximately 71% of the total issued share capital of the Company. If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholding of WM Cayman I would be increased to approximately 79% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making any repurchase on the Hong Kong Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the company's issued share capital would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the Company's issued share capital would be publicly held.

9. REPURCHASE OF SHARES IN PREVIOUS SIX MONTHS

No repurchase has been made by the Company of its Shares in the six months prior to the date of this circular (whether on the Hong Kong Stock Exchange or otherwise).

10. INTENTION STATEMENT REGARDING REPURCHASED SHARES

Subject to the applicable requirements under the Listing Rules, the Company may cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. Should the Company decide to hold repurchased shares as treasury shares, the Company will, upon completion of the share repurchase, withdraw the repurchased shares from CCASS and register the treasury shares in the Company's name.

The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell or transfer these treasury shares on the Stock Exchange and will complete such resale or transfer as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

The following are the details of the Directors subject to re-election at the 2024 Annual General Meeting:

1. MS. LINDA CHEN

Ms. Linda Chen, aged 57, is the President, Vice Chairman and Executive Director of the Company.

Appointed as the President of the Company with effect from 1 March 2023, Ms. Chen is also the President and managing Director of WRM, and President of Wynn International Marketing, Ltd. Ms. Chen is responsible for leading the overall operations, business and strategic development of both Wynn Macau and Wynn Palace, the Company's two integrated resort developments in Macau.

Ms. Chen founded the "Wynn Care" charity brand in 2018 and established the "Wynn Care Foundation" and served as its President since 2020, leading Wynn's efforts to effectively deliver its corporate social responsibilities.

Ms. Chen was appointed as the Vice Chairman of the Company in April 2018, President of WRM since March 2017, Executive Director of the Company since September 2009, and managing Director of WRM since August 2015.

Ms. Chen has been playing an integral role in the successful openings of Wynn Resorts, Limited's three integrated resorts, namely Wynn Las Vegas, Wynn Macau and Wynn Palace. She was also in charge of establishing Wynn International Marketing, Ltd. and has accumulated more than 30 years of industry experience. She served as Director of Wynn Resorts, Limited from October 2007 to December 2012, Chief Operating Officer of WRM from June 2002 to July 2022 and Chief Operating Officer of the Company from September 2009 to July 2022.

Prior to joining Wynn Resorts, Limited, Ms. Chen was Executive Vice President of International Marketing for MGM Mirage from June 2000 to May 2002, responsible for driving global marketing for its three integrated resorts MGM Grand, Bellagio and The Mirage. Ms. Chen was involved in the opening of Bellagio in 1998 and served as the Executive Vice President of International Marketing. Prior to that, she was also part of the opening team for the MGM Grand in 1993 and The Mirage in 1989.

Currently, Ms. Chen is a Standing Committee member of the Jiangxi Provincial Committee of the Chinese People's Political Consultative Conference; a Director of the Macau Chamber of Commerce; a member of the Board of Trustees of the Cultural Development Fund, Government of Macao S.A.R.; a member of the University Council, Macau University of Science and Technology; and an Honorary President of the Kiang Wu Hospital Charitable Association.

Ms. Chen was also a member of the Tourism Development Committee, Government of Macao S.A.R. from May 2018 to March 2024.

Ms. Chen holds a Bachelor of Science Degree in Hotel Administration from Cornell University in 1989.

Save as disclosed above, Ms. Chen has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in last three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Ms. Chen has a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Ms. Chen's service agreement, Ms. Chen is entitled to a fixed fee of HK\$100 per annum and may be entitled to a discretionary bonus. Ms. Chen's emoluments for the year ended 31 December 2023 are set out on page 204 of the Company's 2023 annual report.

As at the Latest Practicable Date, Ms. Chen had no interests in the shares of the Company and Ms. Chen was interested in 391,849 shares in the common stock of Wynn Resorts, Limited.

Save as disclosed above, there are no other matters concerning Ms. Chen that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

2. MR. CRAIG S. BILLINGS

Mr. Craig S. Billings, aged 51, was a non-executive Director of the Company from 17 August 2018 until his re-designation as an executive Director on 1 February 2022. He was also appointed as the Chief Executive Officer of the Company on 1 February 2022. Mr. Billings joined Wynn Resorts, Limited in March 2017. He was previously the President and Chief Financial Officer of Wynn Resorts, Limited and was appointed as the Chief Executive Officer and a member of the board of directors of Wynn Resorts, Limited effective 1 February 2022. Most recently he has served as the Chief Executive Officer of Wynn Interactive Ltd. Mr. Billings has been a board member of the Company since August 2018. Mr. Billings also serves as an officer and/or director of several subsidiaries of Wynn Resorts, Limited and the Company. Mr. Billings has a history of leadership and innovation in the gaming industry, both domestically and internationally. He has held executive and board positions at Goldman Sachs, where he covered the industry globally, Aristocrat Leisure Limited, NYX Gaming Group, and International Game Technology. Prior to joining Wynn Resorts, Limited, Mr. Billings honed a global perspective with senior executive positions in both Australia and the United Kingdom during his time as Chief Digital Officer and Managing Director of Strategy and Business Development at Aristocrat Leisure. He is also the Lead Independent Director and Audit Committee Chair for AppLovin Corporation. Mr. Billings graduated with a Bachelor of Science (Cum Laude) in Accounting from the University of Nevada, Las Vegas and received an M.B.A. from Columbia Business School, United States. Mr. Billings is a Certified Public Accountant.

Save as disclosed above, Mr. Billings has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Mr. Billings has a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Mr. Billings' service agreement, Mr. Billings is entitled to a fixed fee of HK\$100 per annum and may be entitled to a discretionary bonus. Mr. Billings' emoluments for the year ended 31 December 2023 are set out on page 204 of the Company's 2023 annual report.

As at the Latest Practicable Date, Mr. Billings held no interests in the shares of the Company and Mr. Billings was interested in (i) 342,272 shares in the common stock of Wynn Resorts, Limited, and (ii) share options underlying 3,650 non-voting shares of Wynn Interactive, Ltd., an associated corporation (as defined in the SFO) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Billings that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. MR. LAM KIN FUNG JEFFREY

Mr. Lam Kin Fung Jeffrey, GBM, GBS, JP, aged 72, has been an independent non-executive Director of the Company since 16 September 2009. Mr. Lam is a member of the Legislative Council of the HKSAR, a non-official member of the Executive Council of the HKSAR, a general committee member of the Hong Kong General Chamber of Commerce, a vice chairman of The Hong Kong Shippers' Council. Mr. Lam also holds numbers of other public and community service positions in Hong Kong.

In addition, Mr. Lam is an independent non-executive director of Analogue Holdings Limited, CC Land Holdings Limited, China Overseas Grand Oceans Group Limited, Chow Tai Fook Jewellery Group Limited, CWT International Limited (formerly known as HNA Holding Group Co. Limited), i-CABLE Communications Limited, Wing Tai Properties Limited, CSC Holdings Limited and Golden Resources Development International Limited, all of which are listed on the Hong Kong Stock Exchange. He has served as the director on the board of Heifer International — Hong Kong since January 2016, and he was the executive director of USPACE Technology Group Limited (formerly known as Hong Kong Aerospace Technology Group Limited), which is listed on the Hong Kong Stock Exchange, from 16 July 2021 to 28 November 2023.

In 1996, Mr. Lam was appointed Justice of the Peace in Hong Kong and became a member of the Most Excellent Order of the British Empire. He was awarded the Grand Bauhinia Medal in 2023, the Gold Bauhinia Star in 2011 and the Silver Bauhinia Star in 2004. Mr. Lam was conferred University Fellow of Tufts University in the United States and Hong Kong Polytechnic University in 1997 and in 2000, respectively.

Save as disclosed above, Mr. Lam has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Mr. Lam has an appointment letter with the Company for a period of two years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Mr. Lam's appointment letter, Mr. Lam is entitled to a fixed salary of HK\$700,000 per annum and may be entitled to a discretionary bonus. As a member of the Remuneration Committee, Mr. Lam is also entitled to an annual payment of HK\$150,000. As chairperson of the Nomination Committee, Mr. Lam is entitled to an annual payment of HK\$200,000. Mr. Lam's emoluments for the year ended 31 December 2023 are set out on page 204 of the Company's 2023 annual report.

As at the Latest Practicable Date, Mr. Lam was interested in share options relating to 6,377,000 Shares.

Save as disclosed above, there are no other matters concerning Mr. Lam that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

4. MS. JULIE M. CAMERON-DOE

Ms. Julie M. Cameron-Doe, aged 54, was appointed as a non-executive Director of the Company with effect from 26 May 2023. She has been the Chief Financial Officer of Wynn Resorts, Limited since April 2022. Ms. Cameron-Doe was appointed to the board of The Western Union Company (NYSE: WU) on 12 December 2023. Prior to joining Wynn Resorts, Limited, Ms. Cameron-Doe served as Chief Financial Officer at Aristocrat Leisure Limited (ASX: ALL), a public company listed on the Australian Stock Exchange from February 2018 to April 2022. From August 2013 to January 2018, Ms. Cameron-Doe held senior finance roles at Aristocrat Leisure Limited in Australia. Ms. Cameron-Doe graduated with a Bachelor of Arts in Economics from the University of Durham in the United Kingdom. Ms. Cameron-Doe is a Fellow of the Institute of Chartered Accountants of England and Wales.

Save as disclosed above, Ms. Cameron-Doe has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and has no other relationship with any Director, member of senior management or substantial or controlling Shareholders of the Company.

Ms. Cameron-Doe entered into an appointment letter with the Company for a term of office of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the terms of Ms. Cameron-Doe's appointment letter, Ms. Cameron-Doe is entitled to a fixed fee of HK\$100 per annum, or such higher sum as the Company may from time to time decide. Ms. Cameron-Doe's emoluments for the year ended 31 December 2023 are set out on page 204 of the Company's 2023 annual report.

As at the Latest Practicable Date, Ms. Cameron-Doe held no interests in the shares of the Company and Ms. Cameron-Doe was interested in 80,727 shares in the common stock of Wynn Resorts, Limited.

Save as disclosed above, there are no other matters concerning Ms. Cameron-Doe that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**2024 Annual General Meeting**”) of Wynn Macau, Limited (the “**Company**”) will be held at the Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Thursday, 30 May 2024 at 12:15 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.075 per share for the year ended 31 December 2023.
3. To re-elect the following proposed directors:
 - (a) Ms. Linda Chen as executive director of the Company;
 - (b) Mr. Craig S. Billings as executive director of the Company;
 - (c) Mr. Lam Kin Fung Jeffrey as independent non-executive director of the Company; and
 - (d) Ms. Julie M. Cameron-Doe as non-executive director of the Company.
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
5. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration for the ensuing year.

* For identification purposes only.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

Share Repurchase Mandate

6. **“THAT:**

- (a) a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the **“Hong Kong Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, provided that the total number of shares of the Company which may be purchased pursuant to this mandate shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

Share Issue Mandate

7. **“THAT:**

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, to resell or transfer any treasury shares held under the name of the Company after the amendments to the Listing Rules relating to treasury shares have come into effect on 11 June 2024, and to make an offer or agreement or grant an option (including but not limited to warrants, bonds and debentures convertible into shares) that would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and/or options during the Relevant Period that would or might require the exercise of such powers after the end of the Relevant Period. Any reference to an allotment, issue and deal with additional shares or securities convertible into shares shall include the resale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation

NOTICE OF ANNUAL GENERAL MEETING

upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of any subscription or conversion rights attaching to any warrants that may be allotted and issued by the Company or any securities that are convertible into shares of the Company from time to time;
 - (iii) pursuant to the exercise of any options that may be granted under a share option scheme of the Company;
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means the allotment or issue of shares or other securities in the Company that would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where it would or might be unlawful or impracticable to offer shares without registration of the offering documents or compliance with any legal or regulatory requirements or special formalities under the laws of that place) and, where appropriate, to the holders of other equity securities of the Company entitled to such offer by reference to a fixed record date and pro rata to their then holdings of shares or such other equity securities of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution.”

By order of the Board
Wynn Macau, Limited
Dr. Allan Zeman
Chairman

Hong Kong, 29 April 2024

Notes:

- (1) All resolutions at the 2024 Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association, except where the chairman of the meeting, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the 2024 Annual General Meeting is entitled to appoint more than one proxy to attend and vote on behalf of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 28 May 2024 at 12:15 p.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the 2024 Annual General Meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such an event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- (5) For determining the entitlement of shareholders of the Company to attend and vote at the 2024 Annual General Meeting, the register of members of the Company will be closed from 27 May 2024 to 30 May 2024 (both days inclusive) during which no transfer of shares will be registered. In order to be entitled to attend and vote at the 2024 Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 24 May 2024.

NOTICE OF ANNUAL GENERAL MEETING

- (6) For determining the entitlement of shareholders of the Company to the proposed final dividend, the register of members of the Company will be closed from 5 June 2024 to 7 June 2024 (both dates inclusive), during which no transfer of shares will be registered. In order to determine the identity of the shareholders of the Company who are entitled to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 4 June 2024.
- (7) A circular containing further details concerning items 2 to 8 set out in the above notice will be sent to all shareholders of the Company together with this notice.

As at the date of this notice, the Board comprises Craig S. Billings and Frederic Jean-Luc Luvisutto (as Executive Directors); Linda Chen (as Executive Director and Vice Chairman); Ellen F. Whittemore and Julie M. Cameron-Doe (as Non-Executive Directors); Allan Zeman (as Independent Non-Executive Director and Chairman); and Lam Kin Fung Jeffrey, Bruce Rockowitz, Nicholas Sallnow-Smith and Leah Dawn Xiaowei Ye (as Independent Non-Executive Directors).



MACAU

Wynn Macau, Limited 永利澳門有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 30 MAY 2024 AT 12:15 P.M.

I/We^(Note 1) _____ (name)
of _____ (address)
being the registered holder(s) of^(Note 2) _____ ordinary shares
of HK\$0.001 each in the share capital of Wynn Macau, Limited (the “Company”), hereby appoint the Chairman of the meeting^(Note 3)
or _____ (name)
of _____ (address)
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the “AGM”) of the Company to be held at the
Wynn Palace Meeting Rooms at Wynn Palace, Avenida da Nave Desportiva, Cotai, Macau SAR on Thursday, 30 May 2024 at 12:15 p.m. (and at any
adjournment thereof) in respect of the resolutions as indicated below. Unless otherwise specified, the terms used in this form should have the same
meanings as those defined in the circular of the Company dated 29 April 2024 (the “Circular”).

ORDINARY RESOLUTIONS**		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the directors and auditors of the Company for the year ended 31 December 2023.		
2.	To declare a final dividend of HK\$0.075 per share for the year ended 31 December 2023.		
3(a).	To re-elect Ms. Linda Chen as executive director of the Company.		
3(b).	To re-elect Mr. Craig S. Billings as executive director of the Company.		
3(c).	To re-elect Mr. Lam Kin Fung Jeffrey as independent non-executive director of the Company.		
3(d).	To re-elect Ms. Julie M. Cameron-Doe as non-executive director of the Company.		
4.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.		
5.	To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration for the ensuing year.		
6.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of issued shares (including any resell or transfer of treasury shares held under the name of the Company after the amendments to the Listing Rules relating to treasury shares have come into effect on 11 June 2024) of the Company as at the date of passing of this resolution (excluding treasury shares).		
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company.		

Date: _____ 2024 Signature(s)^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy to attend and vote on his/her/its behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick or complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 28 May 2024 at 12:15 p.m. (Hong Kong time) or not less than 48 hours before the time fixed for holding any adjournment of the AGM.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof and, in such an event, the form of proxy shall be deemed to be revoked.

* For identification purposes only

** The full text of the resolutions are set out in the Notice of Annual General Meeting

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: PrivacyOfficer@computershare.com.hk